

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
Alexandria Division

In Re :  
SMITH DEVELOPMENT INC. : Case No. 09-10078-SSM  
Debtor. : (Chapter 11)

ORDER AUTHORIZING THE DEBTOR TO EMPLOY  
MARTIN C. CONWAY AND PESNER KAWAMOTO CONWAY, P.L.C. AS COUNSEL

Upon the application date February 20, 2009 (the "Application") of Smith Development Inc., the above-captioned debtor-in-possession (the "Debtor"), for an order authorizing the Debtor to employ Martin C. Conway and his law firm, Pesner Kawamoto Conway, P.L.C., as counsel to the debtor, pursuant to 11 U.S.C. §327; and upon the supporting Affidavit of Proposed Counsel; and the Court being satisfied that Conway and his law firm represent no interest adverse to the estate with respect to the matters upon which they are to be employed and that they are disinterested persons under 11 U.S.C. §§ 101(14) and 1107(b); and that such employment is necessary and would be in the best interest of the estate; and sufficient cause appearing; wherefore, it is ORDERED as follows:

1. The Debtor be, and is hereby is, authorized to employ Martin C. Conway and Pesner Kawamoto Conway, P.L.C., as its counsel on a general retainer to render legal services in connection with the debtor's Chapter 11 case.

2. Compensation to Martin C. Conway and Pesner Kawamoto Conway, P.L.C. for legal services shall be pursuant to applications submitted to and approved by this Court.

3. Service of a copy of this Order shall be made by the Debtor or its counsel by electronic means or by first class mail to (a) the United States Trustee, (b) all creditors included on the list filed under Fed. R. Bankr. P. 1007(d), (c) all secured creditors and (d) all equity security holders, and attorneys and entities who have requested notice or who have appeared in this matter by not later than seven days from entry of this order.

Dated: February \_\_\_\_\_ 2009

---

Stephen S. Mitchell  
United States Bankruptcy Judge

Entered on Docket: \_\_\_\_\_

I ASK FOR THIS:

/s/ Martin C. Conway  
Martin C. Conway, VSB No. 34334  
PESNER|KAWAMOTO|CONWAY, PLC  
7926 Jones Branch Drive, Suite 930  
McLean, VA 22102]  
(703) 506- 9440  
(703) 506- 0929 (Fax)

SEEN AND NO OBJECTION:

/s/ Martha L. Davis  
Martha L. Davis, VSB No. 20249  
United States Trustee  
115 South Union Street  
Alexandria, Virginia 22314